

# **FBAA BYLAWS**

## **ARTICLE I**

### **Name and Location**

- Section 1.** The name of this corporation shall be  
**FLORIDA BAIL AGENTS ASSOCIATION.**
- Section 2.** Offices for conducting business shall be located at such places as the Board of Directors may, from time to time, determine.

## **ARTICLE II**

### **Purpose of the Association**

- SECTION 1.** To provide the membership with an open forum to speak and be heard.
- SECTION 2.** To seek direction of the Board of Directors from the general membership.
- SECTION 3.** To provide representation for our profession with our regulators.
- SECTION 4.** To promote legislation favorable to our profession.
- SECTION 5.** To provide those in the bail profession with Continuing Education.

## **ARTICLE III**

### **Membership and Meetings**

#### **Section 1. MEMBERSHIP**

- a. MEMBERS of this Association shall be restricted to those persons who are actively licensed and appointed by the Florida Department of Financial Services as Limited Surety Agents, Managing General Agents, or Insurance Companies in the State of Florida and who are approved by a majority of the Board of Directors and a majority of the members present at the general meeting when the prospective member is presented for acceptance.
- b. ASSOCIATE MEMBERS of this Association shall be any of the above-referenced individuals as well as any unlicensed person desirous of being involved in the Florida Bail Agents Association and who are approved by a majority of the Board of Directors and a majority of the Members present at the general meeting when the prospective member is presented for acceptance.
- c. MEMBERS OR ASSOCIATE MEMBERS of this Association must be current in their dues within 365 days of the date of such dues. Failure to maintain current dues will result in an automatic lapse in membership. Reapplication for membership will be necessary when dues lapse.

## **PROCESS FOR ADMITTANCE AND REMOVAL OF MEMBERSHIP**

### **Section 2.**

**APPLICATION.** An applicant for membership or associate membership must submit an application, along with the applicable dues, to the Executive Director or any Officer, Director, or other person designated by the Board for approval by the Association.

- a. DENIAL OF MEMBERSHIP.** A person may be denied membership if the majority of the Board feels it is in the Association's best interest to deny such membership.

The Florida Bail Agents Association does not discriminate against anyone based on age, race, national origin, sexual orientation, gender, handicap, or religion.

- b. TERMINATION OF MEMBERSHIP.** The membership of any member who, in the judgment of the Board, engages in activities or conduct that are detrimental to the purposes of the Association or the bail profession in the State of Florida, which are unethical or inimical to the best interests of the Association or the bail profession in the State of Florida, or which violate the Code of Ethics, may be terminated by a majority vote of the Board.

Within ten (10) days of being notified that his/her membership was terminated, a member may formally request a reconsideration of the decision in writing. This request must include evidence and reasons to support reinstatement. The Board shall hold a meeting, with a majority of the board present, within thirty (30) days of receiving the written request. The Board's decision, after reviewing the reconsideration reasons and evidence, shall be final.

- Section 3. ANNUAL MEETING:** The Association's annual Winter and Summer meetings shall be held at the principal office of the Association or at any other location designated by the Directors. The Winter meeting shall take place in January or February each year unless the Board of Directors decides otherwise. The Summer meeting shall be held in July or August each year unless the Board of Directors modifies the schedule. Starting with the 2026 Summer meeting, the election of Directors, as outlined in these Bylaws, shall occur every even-numbered year at the annual Summer Meeting. Notice of these meetings, including the location, dates, and times, will be posted on the Association's website or sent by special mailing or email to the membership at least thirty (30) days prior to the meeting.

- Section 4 SPECIAL MEETINGS.** Special meetings of the Association may be called by resolution of the Board of Directors, by call signed by a majority of the members of the Association, or by call of the President of the Association for a specific purpose. Therefore, notice shall be given at least ten (10) days before holding such a special meeting.

- Section 5. QUORUM.** The presence of twenty (20) members or ten percent (10%) of the membership, whichever is less, shall be necessary to constitute a quorum at any meeting. If there is no quorum present on the day fixed for a meeting, the members present may adjourn the meeting from time to time until a quorum is obtained or may adjourn the meeting "sine die." At any adjourned meeting where a quorum is present, any business that could have been transacted at the original meeting may be conducted.

## Section 6. VOTING.

- A. ONLY MEMBERS whose agent membership dues are paid in full and are current members of the Association, as stated in Article III, Section 1, or the designated person of a member insurance company whose membership dues are paid in full, shall be eligible to vote.
- B. AN APPLICANT FOR MEMBERSHIP must submit an application with appropriate dues at least thirty (30) days prior to any Annual or Special Meetings for approval and voting privileges at the next Annual or Special Meeting.
- C. EACH MEMBER or designee of a Member Insurance Company shall have only one (1) vote and that person or person designated to vote shall be noted on the membership application. Said designated voter shall be currently on file with the Board prior to any voting privileges. Regardless of affiliation, an individual can cast only one (1) vote.
- D. ALL MEMBERS, in order to exercise their voting privileges, must be present to vote.
- E. ASSOCIATE MEMBERS may not vote.

**Section 7. OFFICERS OF MEETING:** The President, if present, will preside over all membership meetings. In the absence of the President, the next officer in order who may be present shall preside. For the purposes of these Bylaws, the officers' order shall be as follows: President, Vice President, Secretary, and Treasurer. The Secretary of the Association shall serve as Secretary of the meetings and shall keep accurate records of all proceedings.

**Section 8. DUES:** Agent and Surety membership dues are payable on January 1<sup>st</sup> of each year. Any new agent member who applies for membership, submits payment of dues, and is approved for membership on or after October 1<sup>st</sup> will have their dues credited to the following calendar year. A new member is defined as someone who has not been a member in the past three calendar years.

## ARTICLE IV

### Directors

**Section 1. NUMBER AND AUTHORITY.** A Board of thirteen (13) agent directors, four of whom shall be officers, shall have full control over the property's interests, business, and transactions of the Association, with complete power and authority to manage and oversee them. The business of the Association shall be carried out with the approval of a majority of the Board unless otherwise specified herein. One director shall serve as the Treasurer, appointed by the Board from among the members. One director shall be the most recent past president of the Association and must be qualified to serve as a director.

#### SURETY DIRECTORS:

Each surety that has paid its annual dues is entitled to one director seat. With their membership payment, the surety shall appoint one person to fill the director position. The surety may change the appointment once during the 12-month membership period. The surety shall notify the association of the change and the identity of the new appointee. Surety directors shall not serve as officers, but

may serve on and chair committees.

- Section 2.** **SPECIAL MEETINGS.** Special Meetings of the Board of Directors shall be held at the time and place upon the call of the President, either oral or written, and notice thereof shall be given at least seventy-two (72) hours before the time for holding such special meeting.
- Section 3.** **EMERGENCY MEETINGS:** An emergency meeting may be held via telephone conference during regular business hours at the time and place designated by the President, either orally or in writing, with at least four (4) hours' notice.
- Section 4** **OFFICERS,** The Officers shall govern the Board of Directors as provided elsewhere in the Bylaws.
- Section 5.** **CHAIRMAN AND SECRETARY.** The Chairman of the Board of Directors shall be the elected President, and the elected Secretary shall be the Secretary of the Association
- Section 6.** **SALARY.** Directors or Officers of the Association will receive no salary or compensation except reimbursement of Association-related expenses approved by the President, Vice President, Treasurer, or Secretary.
- Section 7.** **QUORUM.** At any meeting of the Board of Directors, a majority of the members of the Board shall be necessary to constitute a quorum.
- Section 8.** **EXECUTIVE DIRECTOR.**
- A. **EMPLOYMENT.** The Executive Director is appointed by the President, subject to the approval of the Board of Directors.
  - B. **SUPERVISION.** The Executive Director is directly responsible to the President and shall report to the President. The President shall, in turn, report to the Board of Directors.
  - C. **SELECTION, COMPENSATION, AND TERMINATION.** The Board of Directors, by two-thirds (2/3) vote, shall recruit, select, hire, determine the tenure and compensation, and have general authority to terminate the employment of the Executive Director in accordance with the terms of the employment contract.
  - D. **DUTIES AND AUTHORITY.** The Executive Director's responsibilities and authority are dictated by the President's direction and the stipulations outlined in the employment contract.
- Section 9** **ELECTION OF DIRECTORS,** Starting with the Summer Meeting of 2026, three (3) Officers and eight (8) Agent Directors shall be elected by the membership at large for two-year terms. The membership at large shall elect each Officer and Agent Director. Their terms shall last for a period of two years. Each Officer and Agent Director shall remain in office until their term ends, and a successor is elected. A Director may serve multiple terms if re-elected. No cumulative voting for more than one Director at a time shall be permitted.

**Section 10. QUALIFICATIONS AND NOMINATIONS.**

- A. The position of Agent Directors shall be filled by a current member of the Association. The position of Officer shall be filled by a current member of the Board. The nominated person must be a current member of the Association, as stated in Article III, Section 1. Nominations for the Board of Directors must be submitted to the Secretary thirty (30) days prior to the Annual Summer meeting. Nominations may also be accepted from the floor and can only be made by a member of the Association, as stated in Article III, Section 1.

**Section 11. VACANCY IN OFFICE.** In the event of a death, disability, resignation, or removal of one or more of the Officers or Directors, the President, with the approval of the Board, shall make appointments from the members to fill the unexpired term.

**Section 12. ABSENCES.** Any Officer or Board member who fails to attend any Board Meetings in any calendar year without a written valid excuse that the President has approved shall be subject to mandatory removal from the Board.

**Section 13. LACK OF QUALIFIED CANDIDATE.** If a member is qualified to hold office, the President, with the approval of the Board, may appoint a current member of the Association to fill the Director vacancy for the remainder of the term.

## **ARTICLE V**

### **OFFICERS**

**Section 1. QUALIFICATIONS.** Beginning at the Winter Meeting in 2013, a Board member must have served on the Board for at least one (1) term prior to being nominated and elected as an Officer. Once elected, an Officer shall serve for a term of two (2) years unless such Officer has an unexcused absence from any Board meeting, in which case, the Officer will be automatically removed by operation of these Bylaws, and a vacancy in office shall exist.

**Section 2. REMOVAL FROM OFFICE:** Any Officer may be removed from office, either with or without cause, at any time, by two-thirds (2/3) of the Board of Directors then in office.

**Section 3. DUTIES OF THE PRESIDENT.** The President shall preside at all meetings of the membership and shall have general charge of and control over the affairs of the Association, subject to the approval of the Board of Directors. The President may purchase any tangible asset or service for the Association that has a cost not exceeding one thousand dollars (\$1,000.00) per year. The President's term shall continue until the membership elects a new President, and therefore, it is hereby provided that the President shall convene and preside over all meetings until such election of a successor is complete. The President shall appoint a Sergeant-At-Arms.

**Section 4. DUTIES OF THE VICE PRESIDENT.** The Vice-President shall perform the duties of the President in the event of the President's absence or temporary disability for any cause whatsoever. He or she shall perform such additional duties as may be prescribed by the Board. He or she shall monitor national and state legislative activities that may affect the bail bond profession. The Vice President's term shall continue

until the membership elects a new Vice President.

**Section 5.** **DUTIES OF THE BOARD SECRETARY.** The Board Secretary and/or the Executive Director shall keep a record of the minutes of the meetings of members and Directors and shall give notice as required in these Bylaws of all meetings. The Secretary and Executive Director shall provide a copy of the meeting minutes to each Board member within thirty (30) days of the meeting. The Secretary and Executive Director shall have custody and responsibility for all books, papers, and records of the Association, except for those designated by resolution, which shall be given to the President of the Association. The Secretary's term shall continue until the membership elects a new Secretary.

**Section 6.** **DUTIES OF THE TREASURER.** The Treasurer shall maintain accurate records of all money, credits, and property of the Association that come into the Association's possession. They shall also maintain a detailed account of all monies received and disbursed. The Treasurer or the Executive Director shall maintain proper books of account and other records that accurately reflect the amount of funds and property belonging to the Association at all times. These records shall be accessible for inspection by the Board at any time. The Treasurer's term shall continue until the Board appoints a new Treasurer.

The Treasurer and/or Executive Director shall submit a detailed written line-item financial report of the accounts and financial condition of the Association at each meeting of the Board and at such other times as directed by the Board of Directors. Under the direction of the Board President, the Treasurer and/or Executive Director shall disburse all monies and sign all checks and other instruments drawn on or payable out of the funds of the Association. Checks may be countersigned by the President, Treasurer, Executive Director, or such other member of the Board as the Board of Directors shall designate in writing.

The Treasurer and/or Executive Director shall make such transfers and alterations in the securities of the Association as ordered by the Board. In general, the Treasurer and/or Executive Director shall perform all the duties that are incident to the Office of Treasurer, subject to directions of the Board, and perform such additional duties as prescribed from time to time by the Board.

The Treasurer and/or Executive Director shall submit a proposed budget on or before the Winter Meeting of each year for approval by the Board of Directors.

The Association may purchase Dishonesty Bonds covering all individuals who are signatories on all accounts. The Treasurer and Executive Director may present to the Board an accountant's review from an outside accountant, to be approved by the Board, which shall include a review of all accounts payable and receivable, as well as all Association accounts.

## **ARTICLE VI**

### **Miscellaneous**

- Section 1.** **FUNDS OF THE ASSOCIATION.** All monies belonging to or managed by this Association, deposited in any bank or other secure location, shall be credited to the Association in its official name. Checks used to withdraw funds from the bank accounts shall bear signatures as specified by a resolution of the Board of Directors. All bonds, notes, and other evidence of this Association's debt, along with mortgages, deeds, and contracts, shall be signed in the Association's name by the President or Vice President and attested by the Secretary. No such document shall be considered valid without these signatures unless the Board of Directors states otherwise.
- Section 2.** **ANNUAL DUES:** The Board of Directors shall determine the annual dues for Members, Associate Members, and insurance company members.
- Section 3.** **AMENDMENT TO THE BYLAWS.** Any member in good standing may propose an amendment to the Bylaws. These Bylaws may be changed, amended, or revised by the Board of Directors at any meeting, according to **Roberts Rules**, provided **they are then ratified** by a majority vote of the voting members present at the annual meeting. Prior written notice of intent to change these Bylaws shall be posted on the Association's website at least thirty (30) days before such meeting. This section does not apply to amendments to the Code of Ethics
- Section 4.** **COMMITTEES.** The following shall comprise the Standing Committees of the Board of Directors
- Advertising
  - Awards
  - Bylaws
  - Conference
  - Education
  - FASPAC
  - Finance
  - Law Enforcement Liaison Legislation
  - Media Relations
  - Membership

The President shall appoint the Chair of each Standing Committee, and the Chair shall appoint the committee members. Each Standing Committee shall report its activities to the Board regularly and as directed by the President. The Treasurer shall serve as Chair of the FASPAC and Finance Committees, and all records related to these Committees shall be maintained at the Association's office.

**Section 5.** **PARLIAMENTARY AUTHORITY.** The rules contained in the current edition of **Robert's Rules of Order Newly Revised** shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

- A.** The President shall appoint a Sergeant-at-Arms, whose primary responsibility is to always maintain order in meetings. The Sergeant-at-Arms shall perform the usual duties associated with this position, along with any additional responsibilities assigned by the President or Chairperson of the Board of Directors to ensure order during meetings of the corporation

**Section 6.** **FISCAL YEAR.** The Association's fiscal year begins on January 1 of each calendar year and ends on December 31 of the same calendar year.

**Section 7.** **WAIVER OF NOTICE.** Whenever any notice is required to be given to any member of the Association's Board of Directors, he or she may waive written notice. The waiver shall be in writing and signed by the person or persons waiving such notice before or after the time stated in the notice. Upon electing to do this, it shall be deemed that the Director received proper notice.

**Section 8.** **CODE OF ETHICS.** The Board of Directors shall adopt a code of ethics and a procedure for handling grievances. These are binding on all members and may include expulsion from the membership in this Association. Notice of the intention to amend the code of ethics shall be posted on the Association's website at least thirty (30) days before the next scheduled Meeting of the Board of Directors. The Code of Ethics is attached and incorporated by reference herein.

**Section 9.** **MISCONDUCT AT MEETINGS.** Any display of misconduct, inappropriate speech, or behavior by a guest or member, or a member who is in violation of The Code of Ethics, shall not be condoned or tolerated by the Florida Bail Agents Association within the purview of its operations. Complaints of misconduct may be filed with any Board Member, Officer, or Committee Chairman, who will note and document the nature of the misconduct and bring it to the attention of either the Association President or the full Board for action. The member or guest will be notified immediately to desist the conduct in question. If the behavior is so severe and/or continues to disrupt the good order, the guest or member shall be asked to be removed. Failure to comply may result in forcible expulsion by authorities. Any criminal wrongdoing shall be immediately reported to the proper authorities. To ensure the maintenance of good order, expulsion from any meeting for disruptive behavior or misconduct may be enacted upon recommendation of any member present in good standing and with the majority vote of those present at the Board, Committee, or general meeting. If the misconduct warrants termination of membership, the procedure shall follow that in Article III, Section 2(C) of the Bylaws entitled, Termination of Membership. Any member who, in the Board's consideration, is disruptive in a meeting, their behavior shall be considered misconduct and falls under Section 9 of the amendments to the Bylaws, entitled Misconduct. A member who is constantly disruptive at meetings may have his membership revoked if the Board deems it appropriate. See Article III, Section 2 of the Bylaws entitled, Process for Admittance and Removal of Membership.



# **CODE OF ETHICS**

## **Section 1**

### **Relations with the Client**

**Article 1.** In justice to those who place their faith, confidence, and interests in the Bail Agent should endeavor constantly to be informed of current laws, proposed legislation, Governmental orders or regulations, and other significant information and public policies that may affect the client's interests.

**Article 2.** The Bail Agent should make a constant practice of full and complete disclosure to all parties, be they principal or indemnitor, of all possible liabilities, penalties, or detriments that may arise from their involvement in that undertaking which secures the release from custody of a person who is charged with a criminal offense.

**Article 3.** The Bail Agent should not arrest or surrender any principal prior to forfeiture or breach, and terminate his release from Government custody unless the Agent can materially show good cause for such action. Such good cause should reasonably take the form of judicial action, information concealed or misrepresented, or the renunciation of an indemnitor or the principal, which may be considered material to the risk assumed by the Bail Agent.

**Article 4.** Upon receipt of notice of forfeiture or breach where notice is required or personal knowledge of forfeiture or breach, the Bail Agent should promptly and formally notify all indemnitors and real parties of interest of the principal's forfeiture or breach. The Bail Agent should concisely state the liability incurred or pending at that time.

**Article 5.** The Bail Agent should supply all indemnitors to an undertaking with a true copy of any document representing a binding legal contract to which he or she is to be or is being committed.

**Article 6.** When an examination of the material factors of a potential undertaking reasonably convinces a Bail Agent that he or she will be unable to undertake that particular bail relationship, the Bail Agent should immediately inform all involved parties that he or she will not be able to secure the defendant's release so that the defendant or his or her affiliates may promptly seek his or her release by another means.

**Article 7.** Every Bail Agent should fully comply with the laws and regulations governing the bail transaction in his or her state. Such compliance must necessarily include matters dealing with trust and fiduciary relationships, such as monies and properties that may secure an undertaking. The highest moral and ethical practice should be maintained when entering a trust or fiduciary relationship.

## Section 2

### Relations with the General Public

**Article 8.** The Bail Agent should keep themselves informed as to movements affecting the criminal justice system in his or her community, state, and nation so that he or she may be able to constructively contribute to public thinking in matters of legislation, expenditures, public safety, and other questions dealing with the welfare of the general public. The Bail Agent shall strive to find more effective means of having the defendant appear at all court appearances.

**Article 9.** It is the paramount duty of the Bail Agent to protect the public against misrepresentations or unethical business practices in the bail industry. He or she should endeavor to eliminate any practices that could be damaging to the public or to the dignity and integrity of the bail industry in the community. The Bail Agent should assist any regulatory agency or business practices review board charged with regulating the practices of the members of the bail industry.

**Article 10.** The Bail Agent should not, except as provided by law, engage in activities that constitute the practice of law and should refrain from making comments and representations that may lead the public to believe that the Bail Agent is practicing law.

## Section 3

### Relations with the Government Sector

**Article 11.** The Bail Agent, with due regard for the special position of responsibility and trust that this profession places an Agent in, should assist and cooperate with the judiciary, law enforcement agencies, and public prosecutors in the orderly administration of justice so long as such assistance or cooperation does not compromise the honesty and integrity of the Bail Agent or of the public officer.

**Article 12.** Unless compelled to do so by law or by court order, the Bail Agent should not divulge or disclose to any person or agency personal information regarding the principal or indemnitor of any undertaking that has not been forfeited or breached. The inherent right to privacy of the individual and the position of trust of the Bail Agent demand compliance with this concept.

**Article 13.** The Bail Agent should make great efforts to verify and confirm any information that he or she may give to a court or law enforcement agency, or any other public agency. Failure to do so, or an intentional misrepresentation of a fact to any one of the entities, must be construed as a breach of the fundamental relationship of trust between the Bail Agent and the Governmental sector.

## Section 4

### Relations with Fellow Bail Agents

**Article 14.** The Bail Agent shall not conspire with other Bail Agents to regulate rates or restrict trade within the Bonding Profession.

**Article 15.** The Bail Agent should conduct their business to avoid controversies and conflicts with fellow Bail Agents. They should not voluntarily disparage a competitor's business practices or offer opinions about a competitor's transactions. If their opinion is requested, it should be given with strict professional integrity and courtesy.

**Article 16.** The Bail Agent should seek no unfair advantage over his or her fellow Bail Agents and willingly share the lessons of his or her experience and study with them. The Bail Agent should also inform his or her fellow Bail Agents of established hazards involving a prospective client if such hazards exist.

**Article 17.** If a Bail Agent is accused of unethical business practices by a government regulatory agency or a peer grievance committee, the Agent should promptly and voluntarily present all relevant facts and rebuttal to the accusatory body for investigation and judgment.

**Article 18.** The Bail Agent should consistently pursue the highest level of professionalism achievable. This standard should be expected and enforced by all Bail Agents and everyone involved in the bonding industry, regardless of their role.

**Article 19.** The Bail Agent should make extensive efforts to support, contribute to, and participate in local, statewide, and national bail agent associations whose goals are to preserve and enhance the integrity, quality, and honor of the bonding industry.

### CONCLUDING SANCTION

The Articles of the Code of Ethics are combined to ensure high integrity and respectful professionalism from those who follow the principles of business and moral conduct outlined within. No profit motive or instructions from clients or outside parties can ever justify departing from these principles or the mandates of this Code of Ethics.